



**阿里巴巴·影业集团™**  
**Alibaba·Pictures**  
**Alibaba Pictures Group Limited**  
**阿里巴巴影业集团有限公司**  
(the “Company”)  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 1060)

**Terms of Reference of Remuneration Committee**  
**(Code Provisions B.1.1 to B.1.5)**

**(1) Membership**

- (a) The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be Independent Non-Executive Directors of the Company (“INEDs”).
- (b) The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.
- (c) The Chairman of the Committee shall be elected by the Board from amongst the INEDs.
- (d) The Company Secretary of the Company shall be the Secretary of the Committee.

**(2) Frequency of Meetings**

The Committee shall meet at least once every year; and may meet more often if requested by the Chairman of the Committee or, by any two members of the Committee. Meetings should be arranged by the Secretary of the Committee upon instruction of the Chairman of the Committee.

**(3) Attendance at Meetings**

- (a) A quorum of a meeting shall be two members of the Committee.
- (b) The Chairman of the Board (if any), the Chief Executive Officer and the Executive Directors may also attend the Committee meetings, if invited, provided that they must not be in attendance when their own respective remuneration packages are being discussed.
- (c) The Committee may, if necessary, invite the Head of Human Resources Department and other advisers to the meetings to advise its members.
- (d) Proceedings of meetings of the Committee shall be governed by the provisions of Clause 121 of the Bye-Laws of the Company.

#### **(4) Committee's Resolutions**

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

#### **(5) Duties, Powers and Authority**

The duties, powers and authority of the Committee shall be:

- (a) to make recommendations to the Board on the policy and structure for all Directors' and senior management's remuneration and other remuneration related matters and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either: (i) to determine, with delegated responsibility, the remuneration packages of all individual Executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);
- (d) to make recommendations to the Board on the remuneration of the Non-Executive Directors;
- (e) to consider salaries or fees paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve the compensation payable to Executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;
- (i) to consult the Chairman (if any) and/or the Chief Executive about their remuneration proposals for other Executive Directors;

- (j) to be provided with sufficient resources to enable it to perform its duties, including, where necessary, the resources for seeking independent professional advice, at the Company's expense, to perform its responsibilities;
- (k) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (l) to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation or the Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") where appropriate.

**(6) Reporting Procedure**

At the next meeting of the Board following a meeting/written resolution of the Committee, copy of the minutes of the meeting/resolution setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

**(7) Availability and Update of the Terms of Reference**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the websites of the Stock Exchange and the Company once it is set up.

*Remark: Senior Management means the senior executives and officers of the Company and its subsidiaries determined by the Board from time to time as senior management of the Company.*

Updated as of April 1, 2015